

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**IN RE AMERICAN INTERNATIONAL
GROUP, INC. 2008 SECURITIES
LITIGATION**

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Master File No.:

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08-CV-4772 (LTS)(KNF)

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ORAL ARGUMENT REQUESTED

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**REPLY MEMORANDUM OF LAW IN FURTHER SUPPORT OF
DEFENDANTS STEVEN J. BENSINGER, JOSEPH CASSANO, ANDREW FORSTER,
DAVID L. HERZOG, ROBERT E. LEWIS, AND MARTIN SULLIVAN'S
JOINT MOTION FOR RECONSIDERATION**

In their opening brief, defendants Steven J. Bensinger, Joseph Cassano, Andrew Forster, David L. Herzog, Robert E. Lewis and Martin Sullivan (collectively, the "Section 15 Defendants") respectfully requested the Court reconsider its findings as to the viability of plaintiffs' allegations under Section 15 of the Securities Act of 1933 (the "Securities Act"), should the Court grant other defendants' motion for reconsideration of the Court's findings as to plaintiffs' Section 11 and 12(a)(2) allegations. In particular, the Section 15 Defendants argued that an inability to state primary Securities Act violations under Sections 11 and 12(a)(2) would necessarily mean that plaintiffs could not state control person claims under Section 15. In their opposition brief, plaintiffs have chosen not to contest this point.¹

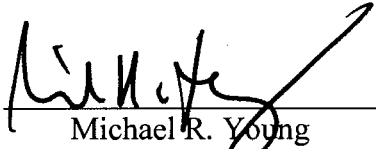
¹ The Section 15 Defendants hereby incorporate the arguments in the Reply Memorandum of Law In Further Support of the Underwriter Defendants', American International Group Inc's, PricewaterhouseCoopers LLP's, Edmund S.W. Tse's, David L. Herzog's, Andrew Forster's, Steven J. Bensinger's, Martin J. Sullivan's and the Outside Director Defendants' Motion for Reconsideration, dated October 26, 2010.

Dated: October 26, 2010

Respectfully submitted,

WILLKIE FARR & GALLAGHER LLP

By:



Michael R. Young
Antonio Yanez, Jr.
Mei Lin Kwan-Gett

787 Seventh Avenue
New York, New York 10019-6099
(212) 728-8000 (telephone)
(212) 728-8111 (facsimile)
myoung@willkie.com
ayanez@willkie.com
mkwangett@willkie.com

Attorneys for Robert E. Lewis

MAYER BROWN LLP

By: /s/ Richard A. Spehr
Richard A. Spehr
Joseph De Simone

1675 Broadway
New York, New York 10019
(212) 506-2500 (telephone)
(212) 262-1910 (facsimile)
rspehr@mayerbrown.com
jdesimone@mayerbrown.com

Attorneys for Steven J. Bensinger

GIBSON, DUNN & CRUTCHER LLP

By: /s/ Lee G. Dunst
Lee G. Dunst
Jim Walden

200 Park Avenue
New York, New York 10166-0193
(212) 351-4000 (telephone)
(212) 351-4035 (facsimile)
ldunst@gibsondunn.com
jwalden@gibsondunn.com

F. Joseph Warin (admitted *pro hac vice*)
1050 Connecticut Avenue N.W.
Washington, District of Columbia 20036
(202) 955-8500 (telephone)
(202) 467-0539 (facsimile)
fwarin@gibsondunn.com

Attorneys for Joseph Cassano

LATHAM & WATKINS LLP

By: /s/ Paul Serritella
Richard D. Owens
David M. Brodsky
Paul Serritella

885 Third Avenue
New York, New York 10022
(212) 906-1200 (telephone)
(212) 751-4864 (facsimile)
richard.owens@lw.com
david.brodsky@lw.com
paul.serritella@lw.com

Attorneys for Andrew Forster

WEIL, GOTSHAL & MANGES LLP

By: /s/ Joseph S. Allerhand
Joseph S. Allerhand
Robert F. Carangelo
Stacy Nettleton

767 Fifth Avenue
New York, New York 10153
(212) 310-8000 (telephone)
(212) 310-8007 (facsimile)
joseph.allerhand@weil.com
robert.carangelo@weil.com
stacy.nettleton@weil.com

Attorneys for David L. Herzog

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Jamison A. Diehl
Robert H. Pees
Robert Hotz Jr.
Jamison A. Diehl

One Bryant Park
New York, New York 10036
(212) 872-1000 (telephone)
(212) 872-1002 (facsimile)
rpees@akingump.com
rhotz@akingump.com
jdiehl@akingump.com

- and -

WACHTELL, LIPTON, ROSEN & KATZ

David M. Murphy
Meredith L. Turner
51 West 52nd Street
New York, New York 10019
(212) 403-1000 (telephone)
dmmurphy@wlrk.com
mlturner@wlrk.com

Attorneys for Martin Sullivan